# FORM D

RECEIVED

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
OPM LIMITED OFFERING EXEMPTION

1342456

1	OMB APPROVAL										
-	OMB Number:	3235-0076									
	Expires:	May 31, 2005									
-	Estimated average burden										
	hours per respon	nse16.00									

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Pretix	Seria)								
DATE	RECEIVED								
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Mach la	OMFORM LIMITED OFFERING EXEMPTION	
Name of Olivery 4 @ Broken	this is an amondment and name has changed, and indicate change.)	
K/H - Birminghem L.L.C.		
Filing Under (Cheek howes that		QE (1809: 1891-1891-1901-1904-1904-1904-1904-1904-1904-1
Type of Filing: Www Filing	g 🔲 Amendment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information reques	sted about the assuer	05068958
Name of Issues   4   check if the	is is an amendment and name has changed, and indicate change.)	
K/H - Birmingham, L.L.C.		
Address of Executive Offices	(Number and Street, City, State, Zop Code) Telep	rkone Number (Including Area Čeák)
c/o KHC, Inc., 2600 Grand Av	ve., Suite 700, Kansas City, MO 64108 816-84	2-2690 <sup>.</sup>
Address of Principal Business Op- (if different from Executive Office		phoae Number (Including Area Code)
Brief Description of Business		
Acquire interest in commercia	ál réal éstaté árid ówn, máriagé, operate, sell, exchange or otherwise d	lispose of such real estate.
Type of Business Organization		
📑 corporation	☐ limited partnership, already formed ☐ other (please spe	erfy):
business trust	Implied partnership, to be formed   limited	liability company
	Month Year	-MM
Actual or Estimated Date of Incor		A MUROCECC
Jurisdiction of Incorporation of O	Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	
	CN for Canada: FN for other foreign jurisdiction) [1]	// Oft 2 7 200 c
GENERAL INSTRUCTIONS		

#### Federal:

B'ho Muss File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. 574(6)

When To File. A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Port E and the Appendix need not be filled with the SEC.

Filing Fee: There is no federal filing fee.

### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A. BASIC IDI	ATTIFICATION DATA		
2 Enter the information re	quested for the fol	owang.			
<ul> <li>Each promoter of t</li> </ul>	he issuer, if the iss	ner has been organized w	ithin the past five years:		
<ul> <li>Each beneficial own</li> </ul>	merhaving the pow	er to vote or dispose, or dis	een the vote or disposition	of, 10% or more of	a class of equity securities of the issuer
Each executive off	icer and director of	corporate issuers and of	corporate general and man	aging partners of	parinesship issuers; and
<ul> <li>Each general and n</li> </ul>	ក្នុងសង្គម៉ាន់ និងសម្រេច ស	partnership issuers.			
Check Box(es) that Apply	Promoter	☑ Beneficial Owner	Executive Officer	Director.	General and/or Managing Paraner
Full Name (Last name first, t William L. Frick Trust	l'indicidual)	A STATE OF THE STA			
Business or Residence Addre 660 Coconut Palm Road			ede)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Offices	Director	General and/or Namaging Partner
Bull Name (Last name first, i	f endividual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	sde}	<u> </u>	
Check Box(es) that Apply	Promoter	Benefficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Lust name first, i	findividual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply.	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Lest name first, i	f individual)				
Basiness of Residence Addre	SS (Number and	Street, City, State, Zip Co	odc)		- MEMORO 00000000000000000000000000000000000
Check Boxies) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name först, i	f individual)				
Business of Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Disector	General and/or Managing Portner
Full Name (Last name first, i	findividual)		, St. Company		
Business or Residence Addre	ss (Number and	Ntreet, City, State, Zip Co	ode)	· · · · · · · · · · · · · · · · · · ·	
Check Box(es) that Apply.	Promoter	Beneficial Owner	Executive Offices	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	es (Number and	Street, City, State, Zip Co	ode)	· · · · · · · · · · · · · · · · · · ·	
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en er				В. Г	NFORMATI	ON ABOU	T OFFERL	NG				
I. Has ti	ie issuer solo	i ordoesii	he issuer ir	wend to se	l to non-a	credited i	nvestors fr	this offeri	no?		Yes 😿	%o [□
					•				•		<u> </u>	نا
2. What	•											00.00
1 Dags	Does the offering permit joint ownership of a single unit?											No <b>X</b>
	the informat											<u> </u>
comm If a pe or stat	ission or sim rson to be fis tes. list the na ker or dealer.	ilar remand and is an as: ame of the b	ration for s sociated pe ruker or de	olicitation records age rater. If mo	ofpurchase ní of a brok né thán five	ers in conne er or deale : (5) persor	culon with ruegistered is to be list	sales of sec I with the S ed are asso	autities in t EC and/or	he offering. with a state		
Full Name N/A	(Last name	līrst, il ind	ividual)									
	or Residence	Address (N	Jumber and	l Street, Ci	ty, State, Z	ip Code)		<u></u>				
- 1												
Name of A	kssociated Bi	roker or De	:s çr									
States in V	Vhich Person	Listed Ha	s Solicited	or Intends	to Solicit f	Purchasers					**	<u> </u>
(Ches	k "All State:	s" or check	individual	States)	**** * ***** ;===*******	ewens's error or fact re-	******************		.,,	<del>.</del>	□ At	States
	AKI	AZ	AR	CA	CO	CT	<u>De</u>	(DC)	FL	GA	HI	ID
IL)	NE NE	NV	KS NH	[KY]	LA NM	ME NY	MD NC	MA ND	MI OH	OK]	OR	MO PA
[RI]	<u> </u>	<u>SD</u>		TX		VT	[VA]	WA	WY	WI	WY	PR)
Full Name	: (Last name	first. if ind	ividual)	···								-,
Business	or Kesidence	Address (	Number an	d Street, C	ity, State, i	Lip Code)			· · · · · · · · · · · · · · · · · · ·			
	Yh	- 1 - 12										
rame of A	issociated B	roker or De										
	Vision Person											· · · · · · · · · · · · · · · · · · ·
(Chec	:k ⁻All State	s" or check	individual	States)	********	*******	*****************				All	l States
AL	[AK]	AZ	AR	CA	CO	CT	DE	DC	FL	GA		
IL MT	NE)	NY	(K.S) (NH)	KY NJ	LA NM	ME NY	MD) (NC)	MA)	OH)	MN OK	MS OR	MO [PA]
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last name	first, if ind	ividual)				***************************************			····	- <del> </del>	· · · · · · · · · · · · · · · · · · ·
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D#3/9/233	or Residence	: Acuticssi)	iannanca su	a Puesi' c	nty, State, 2	cip Code)						
Name of A	Associated B	roker or De	aler									
States in V	Vhich Person	Listed Ha	s Solicited	or latends	to Solicit	Purchasers		* · · · · · · · · · · · · · · · · · · ·				
	sk "All State								************	*****************		States
AL.	ΔK		AR	[CA]	CO		DE	[DC]	FL	GA	HI	[ID]
II_	IN	IA	KS	KY!	LA	ME	MD	MA	MI	MN	MS	MO
MT RI	NE SC	(DZ	NH TN		NM UT	[VI]	NC VA	WA.	OH WV	OK WI	ÖR WY	PA

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	ROCEEDS		
	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Prio		Amount Already Sold
	Deht	0.00		S 0.00
	Estrity			\$ 0.00
	Common Preferred	<b></b>		The second secon
	Convertible Securities (including warrants)	5 0.00		0.00 S
	Partnerskip Interests			5. 0.00
	Other (Specify Membership Interests )		0	\$ 0.00
	Total			\$ 0.00
	Answer also in Appendix, Column 3, if filing under VLOE.	· · · · · · · · · · · · · · · · · · ·	7.2 <del>4.1</del> 9.	~
?.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregale
		Number Investors		Dollar Amount of Purchases
	Accredited Investors	17		\$ 665,000.00
	Non-accredited investors	7		s_245,000.00
	Total (for filings under Rule 504 only)	18		\$ 910,000.00
	Answer also in Appendix, Column 4, if filling under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
		Type of		Dollar Amount
	Type of Offering	Security		Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504		_	S
	Total		<del></del>	\$_0.00
1	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			S_0.00
	Printing and Engraving Custs		$\overline{\Box}$	S 0.00
	Legal Fees			s 10,000.00
	Accounting Fees			s 0.00
	Engineering Fees			§ 0.00
	Sales Commissions (specify finders' fees separately)	114 191 2) 1022 (14		\$ 0.00

§ 0.00 § 10,000.00

Other Expenses (identify)

Total .....

	C/OFFERING PRICE, SUMBER OF INVESTORS, EXPENSES AND USE OF P	ROCCEDS.	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question I and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		s
5,	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the assuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers. Directors: &	Payments to
		Affiliates	Others
	Salaries and fees		
	Purchase of real estate.	s	5 900,000.00
	Purchase, rental or leasing and installation of machinery	<b>=</b> €	m «
	Construction or leasing of plant buildings and facilities		_
			_ U 3
	Acquisition of other businesses fineluding the value of securities involved in this offering that may be used in exchange for the assets or securities of another		
	issuer pursuant to a merger)		
	Repayment of indebtedness	s	
	Working capital		
	Other (specify):	s	
	AMELII .	s	. 🗆 5
	Column Totals		S900,000.00
	Total Payments Listed (column totals added)	\$ <u>_9</u> (	00.000.00
	D. FEDERAL SIGNATURE		
à i g	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice pature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commiss information furnished by the issuer to any non-accredited involves pursuant to paragraph (b)(2) of I	sion, upon writte	
lss	sucr (Print or Type) Signature U.	Date/	1 -
ĸ	H - Birmingham, L.L.C.	19/1-	3/05
Νε	Gregory M. Galvis Grint of Type)  Gregory M. Galvis Grint of Type)  Gregory M. Galvis Grint of Type)	Mai	iage

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No <b>X</b>
	See Appendix, Column 5, for state response.		

- 4.6
- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.540) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerces.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly eaused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature 7	Date
WH - Birmingham, L.L.C.	Jug of W. J. J.	10/13/05
Name (Print or Type) Gregory M. Galvin	Admiri strutice	Member

### Instructions

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				at	PENDIX	12.5				
1	latienc to non-a investor	I to sell coredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pui	investor and rchased in State C-Item 2)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Pant E-hem 1)		
State	Yes	No		Number of Accredited Investors	Атоипт	Number of Non-Accredited Investors	A mount	Yes	No	
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ΑZ								(12)		
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CA.	a value are a				i i			<u> </u>		
co										
CT										
DE	7					_		1		
DC	×		Membership Inc. 850,000	0	\$0.00	1	\$50,000.00		×	
FL	×		Membership Int. \$200,000	1	\$150,000.00	1	\$50,000,00		×	
GA										
HI	1									
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IA		To come							1	
KS	×		Membership Int. S180,000	3	\$175,000.0	2	\$55,000.00		X	
KY	×		Membership Int. \$180,000	2	\$90,000.00	3	\$90,000.00		×	
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ľ	Intendition to non-a	2 If to self accredited is in State i-tem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-luem 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мо	×		Membership	5	\$250,000.0		\$0.00		×
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WA			7						
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				APP	ENDIX				
	to non-a investor	2 d to sell accredited rs in State 6-ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount po	4 f investor and inchased in State to Column 2)		under St (if yes, explan waiver	lification ate ULOE , attach ation, of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No.
14,1A									
PR	Ť								